



## GE Capital

**Harsha Murthy, Esq.**  
**Senior Vice President & Counsel**

Global Project & Structured Finance  
Corporation

A unit of GE Capital Corporation

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June 11, 1996

Vernon A. Williams, Secretary  
Surface Transportation Board  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

RECORDATION NO. 7706-C FILED 1425

JUN 12 1996 - 11 45 AM

Re: Union Pacific Railroad Company:  
Former ICC Recordation No. 7706

INTERSTATE COMMERCE COMMISSION

Dear Mr. Williams:

Please find attached for filing and recording one signed, notarized original and three copies of the Second Lease Extension Agreement dated as of May 1, 1996 among Union Pacific Railroad Company, as Lessee, the United States Trust Company of New York as Lessor and General Electric Capital Corporation.

Please find enclosed a check in the amount of \$21.00 to cover the filing fee.

The enclosed is a secondary document related to documents recorded under the ICC's recordation #7706. The equipment covered by the Second Lease Extension consists of 52 covered hopper cars; the insulated box cars covered by the Lease are being returned to the Lessor.

The names and addresses of the parties to the documents are as follows:

**Trustee:**

United States Trust Company of New York  
114 West 47th Street, 15th Floor  
New York, New York 10036-1532

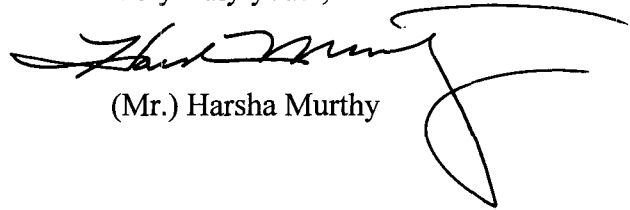
**Owner:**

General Electric Capital Corporation  
1600 Summer Street  
Stamford, Connecticut 06927

Please acknowledge your receipt of this filing by file-stamping the enclosed copy of this transmittal letter and returning the same to me in the enclosed self-addressed, postage-paid envelope.

Thank you very much.

Very truly yours,

A handwritten signature in black ink, appearing to read "Harsha Murthy", with a large, stylized flourish extending from the end of the signature.

(Mr.) Harsha Murthy

Attachment  
cc: Doug Sciuillo  
Don Eakin

RECORDATION NO. 7706 <sup>C</sup> FILED 1426  
JUN 12 1996 -11 45 AM

## SECOND LEASE EXTENSION AGREEMENT

THIS SECOND LEASE EXTENSION AGREEMENT, dated as of the 1st day of May, 1996, by and between UNION PACIFIC RAILROAD COMPANY, a Delaware corporation and the successor in interest to The Western Pacific Railroad Company, as lessee (hereinafter called the "Lessee"), and UNITED STATES TRUST COMPANY OF NEW YORK, a New York corporation, as Trustee (hereinafter called the "Lessor") under a Trust Agreement dated as of October 15, 1974 (hereinafter called the "Trust Agreement") with GENERAL ELECTRIC CAPITAL CORPORATION, a New York corporation and the successor in interest to General Electric Credit Corporation, as beneficiary:

### WITNESSETH:

WHEREAS, the Lessor and the Lessee have entered into that certain Lease of Railroad Equipment, dated as of October 15, 1974 (as amended or supplemented to and including the date hereof, the "Lease"), which Lease was filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the United States Code on November 13, 1974, at 8:50 a.m. under recordation number 7706; and

WHEREAS, the Lessor and the Lessee extended the term of the Lease for a term of six years with respect to both insulated box cars and covered hopper cars pursuant to a Lease Extension Agreement dated as of April 20, 1990 between Lessee and the Trustee;

WHEREAS, the Lessor and the Lessee desire to extend the term of the Lease with respect to the covered hopper cars but not the insulated box cars;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and conditions herein contained, and for other good and valuable consideration, the receipt and sufficiency whereof are hereby acknowledged, the Lessor and the Lessee hereby agree as follows:

1. Capitalized terms used herein and not defined shall have the respective meanings ascribed to such terms in the Lease.
2. The Lessor and the Lessee hereby extend the term of the Lease in respect of all Fifty-two covered hopper cars subject to the Lease (as described in Schedule 1) attached hereto, for a five year period commencing on April 1, 1996. Rent for such equipment shall be payable in ten (10) semi-annual payments, payable in arrears on the first day of April and October in each year commencing October 1, 1996 to and including April 1, 2001, in an aggregate amount equal to the product of \$1,800 for each of such covered hopper multiplied by the number of covered hopper cars subject to the Lease.
3. The Casualty Value of each Unit as of the payment date on which payment is to be made as aforesaid shall be that Value set forth in Schedule 2 hereto opposite such date.

4. The Lessee will return all (but not less than all) of the insulated box cars to the Lessor pursuant to the applicable provisions of the Lease.

5. Except as expressly extended and modified by the terms hereof, the Lease shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed as of the date first above written.

UNION PACIFIC RAILROAD COMPANY

By: C. R. Eisele  
Name: C. R. Eisele  
Title: **Vice President-Purchasing**

(CORPORATE SEAL)

Attest:

C. W. Saylor  
Title: **ASST SECRETARY**

UNITED STATES TRUST COMPANY OF  
NEW YORK, as Trustee

By: Louis P. Young  
Name: **LOUIS P. YOUNG**  
Title: **VICE PRESIDENT**

(CORPORATE SEAL)

Attest:

Ruth Lu  
Title: **Asst Secretary**

STATE OF NEBRASKA     )  
                                  )  
COUNTY OF DOUGLAS    )

SS:-

On this 7<sup>th</sup> day of May, 1996, before me personally appeared  
C. R. Eisele  
to me personally known, who, being by me duly sworn, says that (s)he is  
VP-Purchasing of UNION PACIFIC RAILROAD COMPANY, that one of the seals  
affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument  
was signed and sealed on behalf of said corporation by authority of its Board of Directors, and  
(s)he acknowledged that the execution of the foregoing instrument was the free act and deed of  
said corporation.



Carol A. Leo  
Notary Public

(SEAL)

My Commission Expires: October 6, 1996

STATE OF NEW YORK     )  
                                  )  
COUNTY OF NEW YORK    )

SS.:

On this 17 day of May, 1996, before me personally appeared Louis P Young to  
me personally known, who, being by me duly sworn, says the (s)he is a Vice President of  
UNITED STATES TRUST COMPANY OF NEW YORK, that one of the seals affixed to the  
foregoing instrument is the corporate seal of said corporation, that said instrument was signed  
and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he  
acknowledged that the execution of the foregoing instrument was the free act and deed of said  
corporation.

Christine C Collins  
Notary Public

(SEAL)

My Commission Expires: \_\_\_\_\_

CHRISTINE C. COLLINS  
Notary Public, State of New York  
No. 03-4624735  
Qualified in Bronx County  
Certificate Filed in New York County  
Commission Expires March 30, 1998

## SCHEDULE 1

### Description of Railroad Equipment

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Builder</u>	<u>Quantity</u>	<u>Identifying Mark and Numbers</u>
100-ton (4,650 cu. Ft.) covered hopper cars	LO	ACF Industries, Inc.	52	WP 11901, 11903- 11906, 11908-11918, 11920, 11922-1924, 11926-11928, 11930- 11940, 11942-11943, 11945, 11948-11949, 11951, 11953-11961, 11963-11965

SCHEDULE A  
Casualty Value

Payment Date	Per Unit
01-Apr-96	\$25,000
01-Oct-96	\$24,317
01-Apr-97	\$23,635
01-Oct-97	\$22,952
01-Apr-98	\$22,269
01-Oct-98	\$21,587
01-Apr-99	\$20,904
01-Oct-99	\$20,221
01-Apr-2000	\$19,538
01-Oct-2000	\$18,856
01-Apr-2001	\$18,173